

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION
Washington, D.C. 20549**

OMB APPROVAL
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public
Utility Holding Company Act of 1935 or Section 30(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
FRIEDMAN LUCY N		TARRAGON CORP [TARR]		<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
1775 BROADWAY, 23RD FLOOR		6/27/2005			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
NEW YORK, NY 10019				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
10% Cumulative Preferred Stock							1000	D	
Common Stock							8318555	D (1)	
Common Stock	6/27/2005		G		20000	\$23.55	3719998	I (2) (3)	See Footnote
Common Stock	6/27/2005		G		5000	\$23.55	3714998	I (2) (4)	See Footnote

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option	\$4.70						12/17/1998	12/31/2008	Common Stock	170157		170157	I (2)	See Footnote
Stock Appreciation Right	\$16.33						1/20/2005	1/19/2015	Common Stock	45000		45000	I (2)	See Footnote

Explanation of Responses:

- (1) Also includes the following: 1,873,015 shares owned by Beachwold Partners, L.P., in which William S. Friedman is the general partner and Mrs. Friedman and their four children are the limited partners; 424,488 shares owned by Tarragon Capital Corp., of which Mr. Friedman and Mrs. Friedman are executive officers and directors; and 446,977 shares owned by Tarragon Partners, Ltd., of which Tarragon Capital Corp. is the general partner and Mr. Friedman and Mrs. Friedman are limited partners.
- (2) Held by William S. Friedman, spouse of Reporting Person.
- (3) Charitable gift of 20,000 shares of common stock to Brandeis University.
- (4) Charitable gift of 5,000 shares of common stock to Dominican Republic Education and Mentoring, Inc.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRIEDMAN LUCY N 1775 BROADWAY 23RD FLOOR NEW YORK, NY 10019		X		

Signatures/s/ Kathryn Mansfield for Lucy N. Friedman6/28/2005

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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